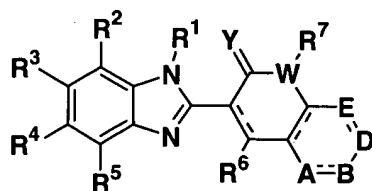


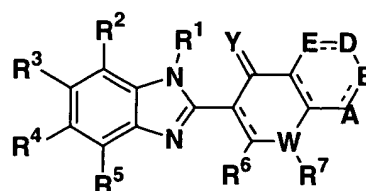
This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

1. (Presently amended) A compound according to Formula I or II



I



II

its enantiomers, diastereomers, pharmaceutically acceptable salts, hydrates, prodrugs or solvates thereof;

wherein

A, B, D, and E are independently C, N, O, S, or a direct bond provided that not more than one of A, B, D and E can be a single bond;

Y is selected from the group consisting of O and S ;

W is selected from the group consisting of N, CH, O, and S, provided that when W is O or S, R<sup>7</sup> is absent;

R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, and R<sup>7</sup> are each independently selected from the group consisting of H, C<sub>1-6</sub> alkyl, alkenyl, alkynyl, cycloalkyl, heterocycloalkyl, halo, amino, aminoalkyl, alkoxy, thioalkoxy, nitro, aryl, heteroaryl, alkoxyalkyl, thioalkoxyalkyl, aminoalkyl, aralkyl, heteroarylalkyl, heterocycloalkylalkyl, -CN, -CO<sub>2</sub>R<sup>8</sup>, -CONR<sup>9</sup>R<sup>10</sup>, -CO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -NR<sup>13</sup>CONR<sup>14</sup>R<sup>15</sup>, -NR<sup>16</sup>SO<sub>2</sub>R<sup>17</sup>, -SO<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, -C(NR<sup>20</sup>)NR<sup>21</sup>R<sup>22</sup>, -NH-Z, -NH-Z-aryl, and NH-Z-heteroaryl;

~~Z is selected from the group consisting of C<sub>4</sub>-C<sub>6</sub> alkyl, cycloalkyl, alkenyl, cycloalkenyl, and alkynyl;~~

~~Z having one or more hydroxy, thiol, alkoxy, thioalkoxy, amino, halo, NR<sup>23</sup>SO<sub>2</sub>R<sup>24</sup> groups; Z optionally incorporating one or more groups selected from the group consisting of -CO-, CNOH, CNOR<sup>26</sup>, CNNR<sup>27</sup>, CNNCOR<sup>28</sup> and -CNNSO<sub>2</sub>R<sup>29</sup>;~~

R<sup>6</sup> is -NH-Z, -NH-Z-aryl, or NH-Z-heteroaryl; wherein

Z is selected from the group consisting of C<sub>1</sub> – C<sub>6</sub> alkyl, cycloalkyl, alkenyl, cycloalkenyl, and alkynyl;

Z having one or more hydroxy, thiol, alkoxy, thioalkoxy, amino, halo, NR<sup>23</sup>SO<sub>2</sub>R<sup>24</sup> groups; Z optionally incorporating one or more groups selected from the group consisting of -CO, -CNOH, -CNOR<sup>26</sup>, -CNNR<sup>27</sup>, -CNNCOR<sup>28</sup> and -CNNSO<sub>2</sub>R<sup>29</sup>;

R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, R<sup>11</sup>, R<sup>12</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, R<sup>19</sup>, R<sup>20</sup>, R<sup>21</sup>, R<sup>22</sup>, R<sup>23</sup>, R<sup>24</sup>, and R<sup>26</sup> are independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, hydroxy, alkoxy, aryl, heteroaryl, heterocyclyl, heteroarylalkyl, and alkyl-R<sup>25</sup>

wherein R<sup>25</sup> is alkenyl, hydroxy, thiol, alkoxy, thioalkoxy, amino, alkylamino, dialkylamino, aryl, heteroaryl, cyano, halo, heteroaryl, heterocycloalkyl, sulfoxy, sulfonyl, -NR<sup>27</sup>COOR<sup>28</sup>, -NR<sup>29</sup>C(O)R<sup>30</sup>, -NR<sup>31</sup>SO<sub>2</sub>R<sup>32</sup>, SO<sub>2</sub>NR<sup>31</sup>R<sup>32</sup>, -C(O)NR<sup>33</sup>R<sup>34</sup>, and

R<sup>27</sup>, R<sup>28</sup>, R<sup>29</sup>, R<sup>30</sup>, R<sup>31</sup>, R<sup>32</sup>, R<sup>33</sup> and R<sup>34</sup> are, independently, hydrogen, alkyl, or cycloalkyl.

2. (Cancelled)

3. (Presently amended) The compound according to claim 2 1 wherein R<sup>3</sup> is an optionally substituted piperazine or an optionally substituted homopiperazine.

4. (Presently amended) The compound according to claim 2 wherein

R<sup>1</sup> and R<sup>7</sup> are H;

Y is O;

W is N;

R<sup>3</sup> is selected from the group consisting of alkoxy, imidazole, imidazoline, tetrahydropyrimidine, piperazine, morpholine, homomorpholine, piperidine, pyrrolidine, homopiperazine and amino; and

R<sup>5</sup> is selected from the group consisting of H, methyl, ethyl, isopropyl, secondary butyl, cyclopropyl, F, CF<sub>3</sub>, OCH<sub>3</sub>, and amino; and

$R^6$  is selected from the group consisting of H, ~~NH-Z~~, ~~NH-Z-aryl~~, and ~~NH-Z-heteroaryl~~.

5. (Original) The compound according to claim 4 wherein  $R^6$  is  $-NHCH_2CH(OH)aryl$ , or  $NHCH(CH_2OH)CH_2aryl$ .
6. (Original) The compound according to claim 2 wherein  $R^3$  is morpholine, thiomorpholine, sulfoxymorpholine, sulfonylmorpholine, homomorpholine, or a substituted morpholine, thiomorpholine, sulfoxymorpholine, sulfonylmorpholine, or homomorpholine.
7. (Original) The compound according to claim 6 wherein said morpholine, thiomorpholine, sulfoxymorpholine, sulfonyl morpholine, or homomorpholine is substituted with hydroxy, thiol, amino, alkylamino, dialkylamino, alkoxy, or thioalkoxy.
8. (Original) The compound according to claim 2 wherein  $R^3$  is  $(CH_2)_n$ -morpholine or  $(CH_2)_n$ -piperazine, wherein n is 1 to 3.
9. (Original) A compound selected from the group consisting of  
 3-[6-(4-Acetyl-piperazin-1-yl)-4-methyl-1*H*-benzoimidazol-2-yl]-4-[(*S*)-2-(3-chloro-phenyl)-2-hydroxy-ethylamino]-1*H*-quinoline-2-one;  
 3-[6-(4-Acetyl-piperazin-1-yl)-4-methyl-1*H*-benzoimidazol-2-yl]-2-[(*S*)-2-(3-chloro-phenyl)-2-hydroxy-ethylamino]-1*H*-quinoline-4-one;  
 4-[(*S*)-2-(3-chloro-phenyl)-2-hydroxy-ethylamino]-3-(4-methyl-6-piperazin-1-yl)-1*H*-benzimidazole-2-yl)-1*H*-quinoline-2-one;  
 2-[(*S*)-2-(3-chloro-phenyl)-2-hydroxy-ethylamino]-3-(4-methyl-6-piperazin-1-yl)-1*H*-benzimidazole-2-yl)-1*H*-quinoline-4-one; and  
 4-[(*S*)-2-(3-chloro-phenyl)-2-hydroxy-ethylamino]-3-{6-[4-(2-hydroxy-ethyl)-piperazin-1-yl]-4-methyl-1*H*-benzimidazole-2-yl)-1*H*-quinoline-2-one.
10. (Original) A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.

11. (Original) The pharmaceutical composition according to claim 10 further comprising at least one other anti-cancer agent formulated as a fixed dose.
12. (Original) The pharmaceutical composition according to claim 11, wherein said anti-cancer agent is selected from the group consisting of: tamoxifen, toremifen, raloxifene, droloxifene, iodoxyfene, megestrol acetate, anastrozole, letrozole, borazole, exemestane, flutamide, nilutamide, bicalutamide, cyproterone acetate, goserelin acetate, luproside, finasteride, herceptin, methotrexate, 5-fluorouracil, cytosine arabinoside, doxorubicin, daunomycin, epirubicin, idarubicin, mitomycin-C, dactinomycin, mithramycin, cisplatin, carboplatin, melphalan, chlorambucil, busulphan, cyclophosphamide, ifosfamide, nitrosoureas, thiotepan, vincristine, taxol, taxotere, etoposide, teniposide, amsacrine, irinotecan, topotecan, an epothilone, Iressa, Tarceva, angiogenesis inhibitors, EGF inhibitors, VEGF inhibitors, CDK inhibitors, Her1 and Her2 inhibitors and monoclonal antibodies such as Herceptin (trastuzumab), Erbitux (C225), or Avastin.
13. (Presently amended) A method of treating a ~~condition~~ cancer associated with at least one tyrosine kinase enzyme selected from the group consisting of Abl, CDK's, EGF, EMT, FGF, FAK, Flk-1/KDR, HER-2, IGF-1R, IR, LCK, MEK, MET, PDGF, Src, and VEGF comprising administering to a mammalian species in need of such treatment an effective amount of a compound according to claim 1.
14. (Cancelled)
15. (Original) The method according to claim 13 further comprising administering to said mammalian species at least one other anti-cancer agent in combination with said compound.
16. (Cancelled)

17. (Original) A method for treating cancer, comprising administering to a mammalian species in need of such treatment, a therapeutically effective amount of the composition of claim 10.

18. (Cancelled)